

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

AUG 21 2003

OFFICE OF
MANAGING DIRECTOR

Eric W. DeSilva, Esq.
Wiley Rein & Fielding, LLP
1776 K Street, N.W.
Washington, D.C. 20006

Re: NTELOS, Inc., et al., Request for Waivers of
Assignment Application Fees
Fee Control No. 00000RROG-03-084

Dear Mr. DeSilva:

This letter responds to your request (dated April 2, 2003) submitted on behalf of NTELOS, Inc. (NTELOS), and its wholly-owned subsidiaries, NTELOS Wireless, Inc., NTELOS Telephone, Inc.,¹ NTELOS Licenses, Inc.,² R&B Communications, Inc., Richmond 20 MHz, LLC, Virginia PCS Alliance L.C., and West Virginia PCS Alliance L.C. (collectively, NTELOS *et al.*) for waivers of the application fees in connection with its assignment application. You also request a waiver of Section 1.1117(e) of the Commission's rules, 47 C.F.R. §1.1117(e), which requires that a fee waiver request be accompanied by payment of the fee. Our records reflect that you have not paid the \$2,770.00 application fees at issue here.

In your request, you state that in the assignment application at issue here, NTELOS requests FCC consent to an involuntary assignment of its FCC licenses and those of its affiliates from the relevant licensee to that licensee, as Debtor-in-Possession, in order to facilitate its reorganization under Chapter 11 of the Bankruptcy Code. You state that on March 4, 2003, NTELOS *et al.* filed for reorganization under Chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court of the Eastern District of Virginia (the Bankruptcy Court). You submit a copy of the Bankruptcy Court's "Order under Federal Rule of Bankruptcy Procedure 1015(b) Directing Joint Administration of Cases," dated March 4, 2003, consolidating the bankruptcy cases of NTELOS and its subsidiaries, including the bankruptcy cases of the instant subsidiaries. You assert that the bankrupt status of NTELOS *et al.* provides good cause for the waiver of the filing fees. You also contend that a waiver of the filing fees will enable NTELOS *et al.* to preserve assets that will accrue to the benefit of innocent creditors.

¹ You state that NTELOS Telephone Inc.'s licenses are listed in the FCC Universal Licensing System (ULS) under "CFW Telephone, Inc. d/b/a/ NTELOS," but that the entity's name has been changed permanently to NTELOS Telephone, Inc.

² You state that NTELOS Licenses, Inc.'s licenses are listed in the ULS under "CFW Licenses, Inc.," but that the entity's name has been changed permanently to NTELOS Licenses, Inc.

Section 1.1117 of the Commission's rules, 47 C.F.R. §1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. *See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985*, 5 FCC Rcd 3558, 3572-73 (1990). We find that the bankruptcy filing involving NTELOS and its affiliates substantiates NTELOS *et al.*'s claim of financial hardship and demonstrates good cause for waiver of the filing fees. *See MobileMedia Corporation*, 14 FCC Rcd 8017, 8027 (1999) (bankruptcy establishes good cause for waiver of filing fee). Moreover, waiver of the filing fees will serve the public interest by protecting the interests of innocent creditors. Therefore, your requests for waiver of the provisions of Section 1.1117(e) and for waiver of the application filing fees in connection with the assignment applications are granted.

If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark A. Reger", written over a horizontal line.

 Mark A. Reger
Chief Financial Officer



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Wiley Rein & Fielding LLP

April 2, 2003

Managing Director
Federal Communications Commission
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Room 1A625
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Federal Communications Commission
Wireless Bureau Applications
P.O. Box 358994
Pittsburgh, PA 15251-5994

Re: Request for Waiver of Fees

Managing Director:

In this transaction NTELOS, Inc. ("NTELOS"), and its wholly-owned subsidiaries, NTELOS Wireless, Inc. ("NTELOS Wireless"), NTELOS Telephone, Inc.¹ ("NTELOS Telephone"), NTELOS Licenses, Inc.² ("NTELOS Licenses"), R&B Communications, Inc. ("R&B"), Richmond 20 MHz, LLC ("Richmond 20 MHz"), Virginia PCS Alliance L.C. ("VA Alliance"), and West Virginia PCS Alliance L.C. ("WV Alliance") request waivers under Section 1.1117(a) of the Commission's rules of the filing fees associated with its assignment authorization application.³

In separate but related filings NTELOS is seeking FCC consent to an involuntary assignment of its FCC licenses, and those of its affiliates, from the relevant licensee to that licensee, as Debtor-in-Possession. NTELOS requests a waiver of the filing fees for these assignment applications under Section 1.1117 of the Commission's Rules. NTELOS is filing the assignment authorization application to facilitate its reorganization under Chapter 11 of the Bankruptcy Code.

¹ NTELOS Telephone's licenses are listed in the FCC Universal Licensing System under "CFW Telephone, Inc. d/b/a NTELOS." However, the entity's name has been permanently changed to NTELOS Telephone, Inc.

² NTELOS Licenses' licenses are listed in the FCC Universal Licensing System under "CFW Licenses, Inc." However, the entity's name has been permanently changed to NTELOS Licenses, Inc.

³ 47 C.F.R. Sec. 1.1117(a). NTELOS also requests a waiver of 47 C.F.R. Sec. 1.1117(e), which requires that fee waiver requests be accompanied by the fees sought to be waived payable pending disposition of the waiver request.

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Eric W. DeSilva
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edesilva@wrf.com

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Managing Director

April 2, 2003

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On March 4, 2003 NTELOS et al.⁴ filed for reorganization under Chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court of the Eastern District of Virginia, Case No. 03-32094. The FCC considers the filing of a petition for bankruptcy, where the filing company remains as Debtor-in-Possession, to be an involuntary assignment entitled to *pro forma* treatment.⁵

NTELOS requests a waiver of the filing fees under Section 1.1117 of the Commission's rules due to financial hardship. The bankrupt status of NTELOS and its subsidiaries provides good cause for the waiver of these filing fees.⁶ Additionally, a waiver of the filing fees will serve the public interest by enabling NTELOS and its subsidiaries to preserve assets that will accrue to the benefit of innocent creditors.⁷

The public interest would not be served by requiring licensees in bankruptcy proceedings to place assets under FCC control, potentially making the assets unavailable when debts are settled with innocent creditors. The FCC has previously recognized that enabling bankrupt licensees to conserve assets to accrue to the benefit of innocent creditors is in the public interest.⁸ The FCC should uphold this precedent, which supports the Bankruptcy Code's requirement that debtor's conserve assets during such proceedings.

⁴ For the complete list of companies, please refer back to the first paragraph of this letter.

⁵ Stephen F. Sewell, Assignments and Transfers of Control of FCC Authorizations under 310(d) of the Communications Act of 1934, 43 Fed. Comm. L.J. 277, 373 (1991).

⁶ Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995)(hereinafter *Implementation Order*)(determining that bankruptcy provides good cause for a fee waiver as a general standard). See also MobileMedia Corp., 14 FCC Rcd 8017 (1999)(applying the *Implementation Order* determination to approve waiver of application filing fees).

⁷ See MobileMedia at 8027.

⁸ See *supra* note 3.

Wiley Rein & Fielding LLP

Managing Director

April 2, 2003

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If you have any questions regarding these requests please contact me at
(202) 719-3182. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Eric W. DeSilva", written over a horizontal line.

Eric W. DeSilva

Counsel for NTELOS, Inc. and its Subsidiaries and Affiliates.